

New Jersey Public Broadcasting Authority

Meeting of the Members of the Board

June 29, 2011 2:00 p.m.

New Jersey State Museum - Auditorium
205 West State Street, Trenton, New Jersey 08625

MINUTES

Andrew Sidamon-Eristoff, Chair, Presiding

Minutes of the meeting of the New Jersey Public Broadcasting Authority ("NJPBA" or "NJN") held at the auditorium of the New Jersey State Museum at 205 West State Street, Trenton, New Jersey, 08625, on June 29, 2011 at 2:00 p.m.

I. CALL TO ORDER – Open Public Meeting Notice *Andrew Sidamon-Eristoff, Chair, NJPBA*

Chair of the NJPBA Board, Mr. Andrew Sidamon-Eristoff, called the meeting to order. Chair Sidamon-Eristoff read the Open Public Meetings Act statement as follows: In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting was filed with the Office of the Secretary of State, posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to daily newspapers in New Jersey.

Chair Sidamon-Eristoff then requested a roll call. NJPBA Members present and participating at the meeting were Cornell Brooks, Vice Chair; Anthony Della Pelle; John Inglesino and Eric Richard.; Also participating were Kavin K. Mistry, Deputy Attorney General; John Blair, NJPBA Director of Business Initiatives; Dudley Burdge, CWA Local 1032 Representative, Janice Selinger, NJPBA Acting Executive Director; Neal Shapiro, WNET President and CEO; Bill Marrazzo, WHYY President and CEO; and Laura Walker, New York Public Radio President and CEO.

II. APPROVAL OF MINUTES

Mr. Inglesino made a motion to approve the minutes of the March 8, 2011 NJPBA Board meeting. Mr. Della Pelle seconded the motion. The motion passed unanimously.

Mr. Inglesino made a motion to approve the Executive Session minutes of the March 8, 2011 Board meeting. Mr. Della Pelle seconded the motion. The motion passed unanimously.

III. PUBLIC COMMENTS

Mr. Sidamon-Eristoff asked if any members of the public wished to make a comment, with a request that they limit comments to two minutes.

Mr. Burdge raised concerns regarding the impact that the transfer of operations from NJN to Public Media NJ Inc. ("PMNJ") would have on the current NJPBA staff. He requested that the NJPBA Board consider offering their assistance to place the current staff-- the vast majority of whom are in noncompetitive or unclassified positions-- into competitive or classified positions in other State departments, referencing similar actions made previously at the New Jersey Commerce Commission. According to Mr. Burdge, the New Jersey Civil Service Commission stated to him that this could be done if there is a will to do it. Mr. Richard expressed his support for such a transition.

Ms. Selinger raised concerns about misinformation that has been quoted in the newspapers with regard to the age of the equipment at and the viewership of NJN. She noted that there was new HD equipment purchased and that viewership of *NJN News* in February 2010 was 1.2 million households, with 1.5 to 2 people counted per household. She stated that the NJN staff should be remembered as New Jersey's storytellers.

Ms. Selinger also discussed the NJN archives, which include finished programs, raw footage, and film. She said the materials had not been digitally stored and that locating specific footage often relied upon the institutional knowledge of the NJN staff. Ms. Selinger referenced funding NJN received from the New Jersey State Council for the Arts to digitally archive the materials from the *State of the Arts* program. Ms. Selinger suggested the NJPBA build upon that model to create digital archives of the entire NJN library.

Mr. Richard expressed concern that historians and researchers would not be able to access the archives. Chair Sidamon-Eristoff said that the archives are the property of the people of the State of New Jersey (the "State"), and that the NJPBA will continue to maintain that valuable asset. He stated that space is devoted to the retention of the archived material and that NJPBA/State Treasury staff will explore options for digitization and other options to preserve and protect the archives going forward. He also stated that the agreement with PMNJ grants rights to PMNJ to access the archives, but that is a non-exclusive right. Mr. Inglesino asked if an accurate inventory of the archives could be provided and expressed the need to provide appropriate access to the archives.

IV. PRESENTATION BY PUBLIC MEDIA NJ

Chair Sidamon-Eristoff introduced Mr. Shapiro and asked that he make a presentation to the Board on Public Media NJ.

Mr. Shapiro spoke about the mission of NJTV and discussed the new broadcast schedule. He outlined PMNJ's plan for the daily news program, *NJ Today*, which would begin with a summer edition, with a full program launch in September 2011. Mr. Shapiro stated that PMNJ is working on building partnerships with higher education institutions, newspapers, and other media outlets for content, and that they anticipated hiring 15 to 20 staff members for NJTV.

Mr. Richard asked Mr. Shapiro to discuss possible titles for the staff that is to be hired. Chair Sidamon-Eristoff asked Mr. Shapiro to compare the current staffing level of *NJN News* with the proposed plan for *NJ Today*. Mr. Shapiro said that the NJN Radio staff would need to be subtracted from the *NJN News*

staff total, and then other titles would merge, as people write and cut their own stories in media today. Mr. Brooks asked for a comparison of the news infrastructure which is in place in New York with PMNJ's proposed plan for New Jersey, minus the back office functions. Mr. Shapiro felt that was not possible since the news programming done in New York is not a daily program and has a national scope.

Mr. Brooks asked how the citizens of the State would be assured that the programming on NJTV reflected their concerns and interests and represented the diversity of the population of the State. Mr. Shapiro said that PMNJ would be a New Jersey-based company, with a board, editorial staff, reporting, and a studio all within the State. Mr. Shapiro then discussed possible studio locations, including space that may be available through partnerships with State colleges and universities as well as at the State House.

Mr. Brooks raised concerns that such partnerships with State institutions of higher education were not explicit in the agreement. Mr. Shapiro referenced responses in the Request for Proposals and said that was part of PMNJ's plan all along. Chair Sidamon-Eristoff added that the agreement with PMNJ has a period of years subject to renewal and other provisions, so the NJPBA has the mechanism to exercise oversight to make sure the public interest is served, which will be the NJPBA's continuing obligation.

Mr. Richard inquired about the anticipated budget for personnel expenses and asked if there were provisions for benefits, healthcare and pensions for employees. Mr. Shapiro offered an overall anticipated budget range of \$9 million to \$10 million, with approximately \$3 million to \$4 million spent on the news program. Mr. Shapiro also stated that a final budget would be contingent upon the partnerships PMNJ is able to forge. Specific to personnel expenses, Mr. Shapiro stated that there would be a range of management to entry level positions, and that those titles would be evaluated and compensated accordingly.

Chair Sidamon-Eristoff asked if there were any further questions for Mr. Shapiro. Mr. Brooks asked what mechanisms were in place to ensure that the Board of PMNJ would represent the diversity of the State. Mr. Shapiro said the members of the PMNJ Board would be New Jersey residents, and that the PMNJ Board would operate like all good public television stations, representing the diversity of the State. Chair Sidamon-Eristoff added that PMNJ will have to develop and maintain a fundraising base in the State, indicating that what it does and how it conducts itself will need to be relevant to the community of the State. Discussion between Mr. Shapiro and the Members of the NJPBA Board continued with all agreeing on the importance of the diversity of the State being represented by PMNJ.

Mr. Richard asked why an overwhelming majority of State Legislators supported the New Jersey Public Broadcasting System Transfer Act (the "Transfer Act") in December, but now opposed the Agreement. Chair Sidamon-Eristoff indicated that was not an appropriate question for Mr. Shapiro in his capacity. Chair Sidamon-Eristoff explained that circumstances had changed, other issues were before the State Legislature, and while the State Legislators had reserved the right to review the agreement and possibly reject his recommendations per the Transfer Act, they did not disapprove of the agreement with PMNJ.

Mr. Brooks asked about the news format. Mr. Brooks stated that during the hearings, the State Legislators seemed to have concerns that public affairs in the State might not be covered appropriately. Mr. Shapiro reviewed a sample storyboard for the new program and indicated that coverage would include less human interest stories and more in-depth coverage of hard news or government news. He also noted that WNET has been a pioneer in their work online.

Chair Sidamon-Eristoff asked about the impact that access to higher tier, PBS programming would have on the viewing audience. Mr. Shapiro indicated that would have a positive impact on growing the

audience, as would better scheduling, better promotions, and better interstitials. Mr. Shapiro also indicated that the audience would be able to provide feedback in an interactive, online environment.

Chair Sidamon-Eristoff asked if Mr. Shapiro would be willing to meet with the NJPBA Board again. Mr. Shapiro said he would. Deputy Attorney General Mistry pointed out that Section 2.5 of the Agreement with PMNJ requires the NJPBA and PMNJ to consult on programming and determine needs and issues, so if the NJPBA felt a need to focus on an issue going forward, there is a mechanism to pursue that.

V. PRESENTATION BY WHYY

Chair Sidamon-Eristoff introduced Mr. Marrazzo and asked that he make a presentation to the NJPBA Board on WHYY and the radio stations it is acquiring. Mr. Marrazzo explained WHYY's plan to extend its broadcast reach into the State while also providing more local coverage in the broadcast areas where WHYY is purchasing NJN radio stations. During Mr. Marrazzo's presentation, Mr. Brooks asked about ensuring that a certain level of local programming be required by WHYY. Deputy Attorney General Mistry indicated that under Federal Communications Commission law, rules and regulations, in a license sale situation, the seller is not permitted to include provisions in the asset purchase agreement which would permit the seller to control the buyer's programming decisions. Mr. Marrazzo also answered questions from the Members on WHYY.

VI. PRESENTATION BY NEW YORK PUBLIC RADIO

Chair Sidamon-Eristoff introduced Ms. Walker and asked that she make a presentation to the NJPBA Board on New York Public Radio ("NYPR") and the radio stations it is acquiring. Ms. Walker proceeded to describe to the NJPBA Board the mission of NYPR and indicated that for the time being, listeners of the NJN radio stations which NYPR is purchasing would not notice any difference in programming. Ms. Walker stated that NYPR was not planning a relaunch of the stations' programming schedule until sometime in the fall of 2011. Ms. Walker also stated that NYPR was going to hire on a contract basis a handful of current NJN Radio staff during the transition period. Ms. Walker also answered questions from the Members on NYPR.

Prior to consideration of the Resolution of the New Jersey Public Broadcasting Authority Authorizing the Execution of the Programming and Services Agreement with Public Media NJ, Inc. (the "PMNJ Resolution"), Mr. Richard made a motion to amend the PMNJ Resolution to include a requirement that current NJN employees be given preferential status for hiring by PMNJ (the "Preferential Hiring Motion"). Mr. Brooks seconded the Preferential Hiring Motion. Chair Sidamon-Eristoff then made a motion to table the Preferential Hiring Motion. Mr. Inglesino seconded the motion to table. A roll call vote was held, Chair Sidamon-Eristoff, Mr. Inglesino and Mr. Della Pelle voted in favor of the motion to table. Mr. Richard and Mr. Brooks voted against the motion to table. The motion to table passed by a 3-2 margin.

VII. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING EXECUTION OF THE PROGRAMMING AND SERVICES AGREEMENT WITH PUBLIC MEDIA NJ, INC.

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY
AUTHORIZING EXECUTION OF THE PROGRAMMING AND SERVICES AGREEMENT
WITH PUBLIC MEDIA NJ, INC.**

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Transfer Act authorizes the State Treasurer to contract with a nonprofit corporation to operate all or part of the of the public broadcasting system of the Authority, including programming and services; and

WHEREAS, pursuant to the Transfer Act, the State Treasurer issued a Request for Proposals for Operation of the New Jersey Network (NJN) Television Broadcast Network on February 7, 2011 (the "RFP"); and

WHEREAS, as a result of the RFP process, the State Treasurer selected Public Media NJ, Inc.'s offer to provide programming and services to the Authority's New Jersey Network Television Broadcast Network ("Television Network"); and

WHEREAS, Public Media NJ, Inc. ("PMNJ") is a New Jersey nonprofit corporation created at the initiative of WNET.ORG;

WHEREAS, on June 13, 2011, the State Treasurer submitted the negotiated Programming and Services Agreement (the "Agreement") with PMNJ in connection with the Television Network, as set forth hereto as Exhibit A, to the State Legislature pursuant to Section 6(g) of the Transfer Act;

WHEREAS, pursuant to Section 6(g)(2) of the Transfer Act, the State Legislature did not disapprove of the Agreement by adoption of a concurrent resolution and therefore, pursuant to Section 6(g)(2) of the Transfer Act, the Agreement is deemed approved; and

WHEREAS, the Authority takes notice of the State Legislature's approval of the Agreement; and

WHEREAS, the Authority, as FCC licensee, is a necessary party to the Agreement with PMNJ and all necessary steps have been completed to permit the Authority to authorize, execute and deliver the Agreement with PMNJ and to perform said Agreement in accordance with its terms; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approved of the Agreement and authorize the Chair to execute and deliver the Agreement to PMNJ and authorize the Chair to take and do any and all acts and things as may be necessary or desirable to effectuate and implement the Agreement, including receiving approvals from or making any filings necessary with the FCC or any other entity.

2. The Members of the Authority hereby authorize and direct the Chair and/or the Executive Director (the "Authorized Officers") to take any action necessary or required of or by the Authority as set forth in the Agreement, except with respect to: (i) renewal or termination of the Agreement, which renewal or termination must be approved by the Members of the Authority; and (ii) any action necessary to comply with FCC rules and regulations in connection with this Agreement, which action must be approved by the Members of the Authority.

3. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Authorizing Execution of the Programming and Services Agreement with Public Media NJ, Inc. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Sidamon-Eristoff asked for a roll call vote. The motion to approve the Resolution Authorizing Execution of the Programming and Services Agreement with Public Media NJ, Inc. was voted upon and approved with three yes votes (Chair Sidamon-Eristoff, Mr. Inglesino and Mr. Della Pelle) and two no votes (Mr. Richard and Mr. Brooks).

VIII. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING EXECUTION OF THE ASSET PURCHASE AGREEMENT AND OTHER RELATED DOCUMENTS WITH WHYY, INC.

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AUTHORIZING EXECUTION OF THE ASSET PURCHASE AGREEMENT AND OTHER RELATED DOCUMENTS WITH WHYY, INC.

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Transfer Act authorizes the State Treasurer to transfer operations of the public broadcasting system and/or transfer of all or part of the assets of the Authority, including, but not limited to, the radio operating licenses; and

WHEREAS, pursuant to the Transfer Act, the State Treasurer issued a Request for Proposals for Sale of the New Jersey Network (NJN) Radio Broadcast Network on February 7, 2011 (the "RFP"); and

WHEREAS, as a result of the RFP process, the State Treasurer selected WHYY, Inc.'s offer to purchase the Federal Communications Commission ("FCC") licenses for the following stations: WNJM(FM) Manahawkin, WNJN-FM Atlantic City, WNJZ(FM) Cape May Courthouse, WNJS-FM Berlin and WNJB-FM Bridgeton, along with related equipment and intangible assets, for consideration consisting of \$926,000, plus certain non-cash consideration consisting of radio underwriting spots, teacher training for Camden, N.J. teachers and after-school classes in digital video production for Camden, N.J. students in WHYY's Dorrance H. Hamilton Public Media Commons, a media campaign in the State to promote WHYY's service in the

State, management time devoted to the operation of WNJB-FM Bridgeton and WNJS-FM Berlin and internships for State college students, collectively valued at \$612,000 (collectively, the "Sale"); and

WHEREAS, on June 13, 2011, the State Treasurer submitted the negotiated Asset Purchase Agreement (the "APA") with WHYY, Inc. ("WHYY") in connection with the Sale, along with a Management and Programming Agreement (with respect to the period of time beginning July 1, 2011 and the date of final closing, which will be set after the FCC approves the sale of the licenses for the above-referenced stations), a Sharing Agreement (addressing the use of certain Authority facilities and equipment) and related License Agreements (addressing the licensing of certain Authority transmission facilities) (collectively, the APA, the Management and Operations Agreement, the Facilities Use Agreement and the Lease Agreements are hereinafter referred to as the "Sale Documents" and are set forth hereto as Exhibit A) to the State Legislature pursuant to Section 5(g) of the Transfer Act;

WHEREAS, pursuant to Section 5(g)(2) of the Transfer Act, the State Legislature did not disapprove of the Sale Documents by adoption of a concurrent resolution and therefore, pursuant to Section 5(g)(2) of the Transfer Act, the Sale Documents are deemed approved; and

WHEREAS, the Authority takes notice of the State Legislature's approval of the Sale Documents; and

WHEREAS, the Authority, as FCC licensee for the above-referenced stations, is a necessary party to the Sale Documents with WHYY and all necessary steps have been completed to permit the Authority to authorize, execute and deliver the Sale Documents with WHYY and to perform said Sale Documents in accordance with their terms; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Sale Documents and authorize the Chair to execute and deliver the Sale Documents to WHYY and authorize the Chair to take and do any and all acts and things as may be necessary or desirable to effectuate and implement the Sale Documents, including receiving approvals from or making any filings necessary with the FCC or any other entity.
2. The Members of the Authority hereby authorize and direct the Chair and/or the Executive Director (the "Authorized Officers") to take any action necessary or required of or by the Authority as set forth in the Sale Documents, except with respect to: (i) renewal or termination of any of the Sale Documents, which renewal or termination must be approved by the Members of the Authority; and (ii) any action necessary to comply with FCC rules and regulations in connection with the Sale Documents, which action must be approved by the Members of the Authority.
3. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Authorizing Execution of the Asset Purchase Agreement and Other Related Documents with WHYY, Inc. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Sidamon-Eristoff asked for a roll call vote. The motion to approve the Authorizing Execution of the Asset Purchase Agreement and Other Related Documents with WHYY, Inc. was voted upon and approved with three votes in the

affirmative (Chair Sidamon-Eristoff, Mr. Inglesino and Mr. Della Pelle) and no votes in the negative. Mr. Richard and Mr. Brooks abstained.

**IX. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY
AUTHORIZING EXECUTION OF THE ASSET PURCHASE AGREEMENT AND OTHER
RELATED DOCUMENTS WITH NEW YORK PUBLIC RADIO**

**RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY
AUTHORIZING EXECUTION OF THE ASSET PURCHASE AGREEMENT
AND OTHER RELATED DOCUMENTS WITH NEW YORK PUBLIC RADIO**

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Transfer Act authorizes the State Treasurer to transfer operations of the public broadcasting system and/or transfer of all or part of the assets of the Authority, including, but not limited to, the radio operating licenses; and

WHEREAS, pursuant to the Transfer Act, the State Treasurer issued a Request for Proposals for Sale of the New Jersey Network (NJN) Radio Broadcast Network on February 7, 2011 (the "RFP"); and

WHEREAS, as a result of the RFP process, the State Treasurer selected New York Public Radio's offer to purchase the Federal Communications Commission ("FCC") licenses for the following stations: WNJT-FM Trenton, WNJY(FM) Netcong, WNJP(FM) Sussex and WNJO(FM) Toms River, along with related equipment and intangible assets, for consideration consisting of \$1,000,000, plus certain non-cash consideration consisting of radio message spots on WQXR-FM, internet message spots on WQXR.org website, the hiring of staff to increase the availability of New Jersey-centric programming and internships for State college students, collectively valued at \$1,802,690 (collectively, the "Sale"); and

WHEREAS, on June 13, 2011, the State Treasurer submitted the negotiated Asset Purchase Agreement (the "APA") with New York Public Radio in connection with the Sale, along with a Management and Operations Agreement (with respect to the period of time beginning July 1, 2011 and the date of final closing, which will be set after the FCC approves the sale of the licenses for the above-referenced stations), a Facilities Use Agreement (addressing the use of certain Authority facilities and equipment) and related License Agreements (addressing the license of certain Authority transmission facilities) (collectively, the APA, the Management and Operations Agreement, the Facilities Use Agreement and the Lease Agreements are hereinafter referred to as the "Sale Documents" and are set forth hereto as Exhibit A) to the State Legislature pursuant to Section 5(g) of the Transfer Act;

WHEREAS, pursuant to Section 5(g)(2) of the Transfer Act, the State Legislature did not disapprove of the Sale Documents by adoption of a concurrent resolution and therefore, pursuant to Section 5(g)(2) of the Transfer Act, the Sale Documents are deemed approved; and

WHEREAS, the Authority takes notice of the State Legislature's approval of the Sale Documents;
and

WHEREAS, the Authority, as FCC licensee for the above-referenced stations, , is a necessary party to must execute the Sale Documents with New York Public Radio and all necessary steps have been completed to permit the Authority to authorize, execute and deliver the Sale Documents with New York Public Radio and to perform said Sale Documents in accordance with their terms; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Sale Documents and authorize the Chair to execute and deliver the Sale Documents to New York Public Radio and authorize the Chair to take and do any and all acts and things as may be necessary or desirable to effectuate and implement the Sale Documents, including receiving approvals from or making any filings necessary with the FCC or any other entity.
2. The Members of the Authority hereby authorize and direct the Chair and/or the Executive Director (the "Authorized Officers") to take any action necessary or required of or by the Authority as set forth in the Sale Documents, except with respect to: (i) renewal or termination of any of the Sale Documents, which renewal or termination must be approved by the Members of the Authority; and (ii) any action necessary to comply with FCC rules and regulations in connection with the Sale Documents, which action must be approved by the Members of the Authority.
3. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Authorizing Execution of the Asset Purchase Agreement and Other Related Documents with New York Public Radio. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Authorizing Execution of the Asset Purchase Agreement and Other Related Documents with New York Public Radio was voted upon and approved with three votes in the affirmative (Chair Sidamon-Eristoff, Mr. Inglesino and Mr. Della Pelle) and no votes in the negative. Mr. Richard and Mr. Brooks abstained.

X. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A SIX MONTH EXTENSION OF THE APPOINTMENT OF MERCADIEN, P.C., PRINCETON, NEW JERSEY TO PROVIDE AUDITING SERVICES

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING A SIX MONTH EXTENSION OF THE APPOINTMENT OF MERCADIEN, P.C., PRINCETON, NEW JERSEY TO PROVIDE AUDITING SERVICES

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the

“Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Authority is constituted as an instrumentality of the State exercising public and essential governmental functions; and

WHEREAS, by a resolution adopted on July 28, 2010 entitled “Resolution Approving the Selection of Mercadien, P.C., Princeton, New Jersey to Provide Auditing Services to the New Jersey Public Broadcasting Authority” (the “July 2010 Resolution”), the Authority approved the selection of Mercadien, P.C., Princeton, New Jersey (“Mercadien”) to serve the Authority as the Authority’s auditor for Fiscal Year 2010 and for the first six months of Fiscal Year 2011, consisting of the period beginning July 1, 2010 through and including December 31, 2010; and

WHEREAS, the Fiscal Year 2010 audit was completed by Mercadien and approved by the Authority on December 8, 2010; and

WHEREAS, at the time of the adoption of the July 10, 2010 Resolution, it was contemplated by the Authority that only an audit for the first six months of Fiscal Year 2011 consisting of the period beginning July 1, 2010 through and including December 31, 2010, would be required; and

WHEREAS, the Authority will now require an audit for Fiscal Year 2011 in its entirety; and

WHEREAS, the Authority has determined that it would be in the best interest of the Authority to extend the appointment of Mercadien to serve as the Authority’s auditor to cover Fiscal Year 2011 in its entirety under the terms and conditions set forth in this Resolution and the July 2010 Resolution; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Authority hereby authorizes and approves the extension of the appointment of Mercadien to serve as the Authority’s auditor for the entirety of Fiscal Year 2011, commencing on the date of adoption of this Resolution and ending with the delivery and acceptance of the audit of the Authority for Fiscal Year 2011, for a total contract price not to exceed \$30,692, which represents the amount approved in the July 2010 Resolution of \$25,692, for the first six months of Fiscal Year 2011, consisting of the period beginning July 1, 2010 through and including December 31, 2010 and \$5,000 for the remaining balance of Fiscal Year 2011, consisting of the period beginning January 1, 2011 through and including June 30, 2011 and subject to the terms and conditions set forth in this Resolution and the July 2010 Resolution.
2. The Authority hereby authorizes the Chair, the Executive Director and/or the Controller to take and do any and all acts and things as may be necessary or desirable to effectuate the extension of the appointment of Mercadien to serve as the Authority’s auditor for the entirety of Fiscal Year 2011.
3. This Resolution shall take effect upon adoption in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving a Six Month Extension of the Appointment of Mercadien, P.C., Princeton, New Jersey to Provide Auditing Services. Mr. Inglesino made the motion to approve the resolution. Mr. Richard seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving a Six Month Extension of the Appointment of Mercadien, P.C., Princeton, New Jersey to Provide Auditing Services was voted upon and approved unanimously.

XI. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ADOPTION OF BY-LAWS

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPROVING THE ADOPTION OF BY-LAWS

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to Section 7 of the Act, the Authority is authorized to adopt by-laws for the management of its affairs;

WHEREAS, the Authority wishes to adopt the By-Laws (the “By-Laws”), for the purpose of more efficient management of its affairs as set forth and attached hereto as Exhibit A; and

WHEREAS, the Authority wishes to adopt the By-Laws, as set forth and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Authority hereby approves the By-Laws, as set forth and attached hereto as Exhibit A, for the purpose of more efficient management of the affairs of the Authority.
2. All by-laws previously adopted by the Authority are hereby superseded.
3. This resolution shall take effect in accordance with the Act.

EXHIBIT A

BY-LAWS

OF THE

NEW JERSEY PUBLIC BROADCASTING AUTHORITY

(Superseding all prior By-laws)

ARTICLE I

GENERAL PROVISIONS

Section 1. Name. The name of this Authority shall be the New Jersey Public Broadcasting Authority.

Section 2. Principal Office. The principal office of the Authority is located at 25 South Stockton Street, Trenton, New Jersey. All communications to the Authority should be addressed to its principal office except as may be otherwise set forth herein.

Section 3. Seal. The Seal of the Authority shall be in the form of a circle enclosing the Great Seal of the State of New Jersey and shall bear the name of the Authority and the year of its creation.

ARTICLE II

BOARD OF THE AUTHORITY

Section 1. Board Members. The Board of the Authority shall consist of five (5) Members to be appointed and qualified as follows:

- a. Three (3) Members appointed by the Governor of the State who shall be citizens of the State, two of whom shall be public members;
- b. One (1) Member appointed by the President of the Senate; and
- c. One (1) Member appointed by the Speaker of the General Assembly.

Section 2. Term and Vacancies. (a) The term of office of each Member shall be five (5) years, except for the first members appointed pursuant to the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104. Of the first Members appointed to the Board, one (1) public member appointed by the Governor shall serve for a term of one (1) year, the member appointed by the Speaker of the General Assembly shall serve for a term of (2) years, one (1) public member appointed by the Governor shall serve for a term of three (3) years and the member appointed by the President of the Senate shall serve for a term of four (4) years.

(b) Each Member shall serve until the Member's successor is appointed and qualified. Vacancies shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

Section 3. Compensation. The Members of the Board of the Authority shall receive no compensation for their services, but may be reimbursed for their actual expenses in performing their duties.

ARTICLE III

MEETINGS

Section 1. Open Public Meetings Act. All meetings of the Authority shall be conducted in accordance with the Open Public Meetings Act (*N.J.S.A. 10:4-6 et seq.*).

Section 2. Annual Meeting. The Annual Meeting of the Authority shall be held at the principal office of the Authority in January of each year at such date and time, or at such other location, date and time, as the Chairperson may designate in accordance with the notice provisions of the Open Public Meetings Act. During the Annual Meeting, the Board of the Authority shall elect a Chairperson and a Vice-Chairperson and such other offices as the Board shall determine.

Section 3. Regular Meetings. Regular meetings of the Authority shall be held at such time and places as may be determined by the Board of the Authority in accordance with the provisions of the Open Public Meetings Act. Meetings of the Authority shall be held no less than quarterly.

Section 4. Special Meetings. Special meetings of the Authority may be called at any time by the Chairperson. Such meetings shall be scheduled in conformity with the provisions of the Open Public Meetings Act. Notice of such meeting shall be in writing, shall be given personally or by regular or electronic mail to each Member of the Board of the Authority at the Member's address as it appears on the books or records of the Authority unless the Member shall have filed a written request with the Secretary of the Authority that notices intended for the Member shall be given no less than forty-eight (48) hours prior to the date of such meeting, and shall specify the time, place and purpose or purposes of the meeting. At such meetings, any and all matters may be considered and acted upon the Members of the Board of the Authority.

Section 5. Quorum. At any meeting of the Authority, three (3) members of the Authority shall constitute a quorum for all purposes. No vacancy in the membership of the Authority shall impair the right of the quorum to exercise all the rights and perform all the duties of the Authority.

Section 6. Voting. At every meeting of the Authority, each Member shall be entitled to one vote. The affirmative vote of three (3) members shall be required for all elections, actions, motions and resolutions.

Section 7. Certificate of Resolutions. Each Member of the Authority is authorized to certify, when required, the records, proceedings, documents or resolutions of the Authority and to affix the seal of the Authority to all contracts, documents and instruments to be executed by the Authority.

Section 8. Minutes. Minutes of all meetings, including executive sessions, shall be kept showing the time and place, the Members present, the subjects considered, the actions taken, the votes taken and

any other information required to be shown in the minutes as required by the provisions of the Open Public Meetings Act. Executive session meetings shall be made available to the public in accordance with the provisions of the Open Public Meetings Act.

Section 9. Submission of Copy of Minutes to the Governor. A true copy of the minutes of every meeting of the Authority shall be delivered by and under the certification of the Secretary of the Authority to the Governor.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.

Section 2. Vacancies. In case any officer of the Authority, except any office which is held ex-officio, becomes vacant by death, resignation, removal or any other cause, or in the event additional offices are created by the Authority, the Members may at any meeting elect an officer to fill such vacancy or additional office, and the officer so elected shall serve until the next Annual Meeting of the Authority and until the election of the officer's successor.

Section 3. The Chairperson. The Chairperson shall be elected for a term of one year by the Members of the Authority at each annual meeting of the Authority and shall serve for said term until his or her successor shall have been duly elected, except as Section 2 of this Article provides otherwise for filling vacancies. The Chairperson shall preside at all meetings of the Authority and shall rule on all questions of order, subject to appeal by the Members. The Chairperson shall submit such recommendations considered proper concerning the business, duties and affairs of the Authority. The Chairperson shall also have such other duties and powers conferred by any resolution adopted by the Authority.

Section 4. The Vice-Chairperson. The Vice-Chairperson shall be elected for a term of one year by the Members of the Authority from their number at each annual meeting of the Authority and shall serve for said term until his or her successor shall have been duly elected, except as Section 2 of this Article provides otherwise for filling vacancies. The Vice-Chairperson shall preside over all meetings in the absence or disability of the Chairperson and shall perform the duties of the Chairperson in the event the position of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence. The Vice-Chairperson shall have such other powers and perform such other duties as the Authority may prescribe from time to time by resolution.

Section 5. The Secretary. The Secretary of the Authority shall be elected for a term of one year by the Members of the Authority, who need not be a Member of the Authority, at each annual meeting of the Authority and shall serve for said term until his or her successor shall have been duly elected, except as Section 2 of this Article provides otherwise for filling vacancies. The Secretary shall act as clerk of all meetings of the Authority, record or cause to be recorded all the proceedings of the meetings of the Authority, and cause such records to be kept in such a manner as to ensure their permanence. The Secretary shall attend to the giving of notices of the Authority and shall have charge of such books,

documents and papers as the Authority may determine and shall have custody of the Authority's seal and the power to affix and attest the same. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Authority and shall have such other powers to do and perform such other duties as the Authority may prescribe from time to time by resolution. The Secretary shall deliver and certify forthwith a true copy of the minutes of every meeting of the Authority to the Governor. The Secretary shall also keep a record, containing the names, alphabetically arranged, of all persons who are members of the Authority, showing their places of business and dates of membership.

Section 6. Assistant Secretary. The Authority may by resolution appoint one or more Assistant Secretaries. At the request of the Secretary or in the event of the Secretary's absence or disability, an Assistant Secretary may perform any and all duties and possess all the powers of the Secretary.

Section 7. The Treasurer. The Treasurer shall be elected for a term of one year by the Members of the Authority from their number at each annual meeting of the Authority and shall serve for said term until his or her successor shall have been duly elected, except as Section 2 of this Article provides otherwise for filling vacancies. The Treasurer shall have such powers and perform such duties as the Authority may prescribe from time to time.

Section 8. Removal of Officers. Any officer or agent of the Authority other than the Chairperson may be removed by the Authority whenever in its judgment the best interests of the Authority will be served thereby. The removal of a Member of the Authority from an office thereof shall in no way constitute such Member's removal as a member of the Authority.

Section 9. Executive Director. The Authority will utilize an Executive Director as necessary.

ARTICLE V

WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever the Authority or any officer thereof is authorized to take any action or to hold any meeting or proceeding after notice or after the lapse of a prescribed period of time, such actions may be taken, or such meeting or proceeding held, without notice and without the lapse of any period of time, if at any time before or after the action to be completed or the meeting or proceeding to be held, the notice or lapse of time requirements be waived in writing by the member, person or body entitled to said notice or entitled to the benefit of the lapse of time.

ARTICLE VI

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on the first day of July of each calendar year and concluded on the last day of June of the next calendar year.

ARTICLE VII

MISCELLANEOUS

Section 1. No Partisan Activities. The Authority shall be prohibited from supporting or opposing any political party or candidate for public office, elective or otherwise, and from attempting to influence the enactment of legislation. The Authority shall not, however, be precluded from promoting full discussions of public issues.

Section 2. Instruction Television. Nothing in this act concerning the Authority's activities in the field of instructional television shall be deemed to supersede the responsibilities of the Commissioner of Education and local school governing bodies with respect of the determination of educational policies or curriculum content.

Section 3. No Member, officer or agent of the Authority shall have an interest, either directly or indirectly, in any project, agreement, contract, sale, purchase, lease or transfer of real or personal property to which the Authority is a party.

ARTICLE VIII

AMENDMENTS & SUSPENSION OF BY-LAWS

Section 1. Amendments. The by-laws may be altered, amended, or repealed at any meeting of the Authority provided that notice of the proposed action and a copy of such alteration or amendment or a copy of the provisions to be repealed are inserted in the notice of such meeting given to each Member, at least five (5) calendar days in advance of the meeting at which the motion on adoption on such resolution is to be made.

Section 2. Suspension of By-Laws. Any and all provisions of these By-Laws may be suspended by unanimous consent of the Members present at any duly constituted meeting of the Authority.

ARTICLE IX

COMMITTEES

Section 1. Audit Committee. (a) The Audit Committee shall be responsible for overseeing the financial reporting and audit processes of the Authority. The Audit Committee shall also assist the Members of the Authority in retaining an independent auditor to conduct an audit of the Authority's financial statements by making a recommendation to the Members after engaging in an auditor selection process, which auditor selection process shall take place at least once every five (5) years. In accordance with Executive Order No. 122 (McGreevey 2004) ("EO 122"), the Audit Committee shall establish criteria for the selection of the independent auditor and the weight to be given to each criterion established. The criteria for selecting an independent auditor shall include, but not be limited to, the following: (1) the proposed fee for services; (2) the quality of the response to the request for proposals package; (4) the

demonstrated ability and qualifications to conduct governmental audits; (5) the quality of service to the governmental entities in previous transactions; and (6) familiarity with federal laws, rules and regulations relevant to governmental audits. The Audit Committee shall meet at least twice (2) each year. One (1) of these meetings shall take place prior to the commencement of the audit and the one (1) of these meetings shall take upon the issuance of the final audit report.

(b) Upon receipt of the written report from the Evaluation Committee (as described below in Section 3(a) of this Article X), the Audit Committee shall review the written report and determine whether to re-rank the responses to the request for proposals and whether to conduct interviews. The Audit Committee shall then make an award recommendation to the Members of the Authority. Additionally, the Audit Committee shall issue a report to the State Treasurer within six (6) months of making a recommendation to the Board that sets forth the steps taken to comply with the procedures set forth in EO 122 regarding the selection of an independent auditor.

(c) In accordance with EO 122, the Audit Committee shall consist of at least three (3) members, of which no more than two (2) members shall be Members of the Authority. At least one (1) of the members of the Audit Committee shall have accounting or related financial expertise. Additionally, all members of the Audit Committee must satisfy the criteria for independence set forth in EO 122 in order to be eligible to serve on the Audit Committee. At no time shall a member of the Authority staff be a member of the Audit Committee. In the event that the Authority does not have sufficient Members qualified or available to serve on the Audit Committee, the Authority may request that the State Treasurer recommend one or more qualified individuals to sit on the Audit Committee. The membership of the Audit Committee must be approved and appointed by resolution of the Members of the Authority.

(d) A copy of the final audit report of the Authority, as approved by the members of the Authority, shall be transmitted to the State Treasurer.

Section 2. EO 122 Evaluation Committee. (a) The EO 122 Evaluation Committee shall be responsible for drafting requests for proposals ("RFP"), for soliciting responses to the RFP, accepting and evaluating responses to the RFP and providing a final report to the Audit Committee. The EO 122 Evaluation Committee may draw upon the expertise of the State Department of the Treasury, Division of Purchase and Property to assist the EO 122 Evaluation Committee in drafting the RFP, soliciting responses to the RFP and evaluating responses to the RFP. The EO 122 Evaluation Committee shall prepare a written report of its evaluation of all responses to the RFP based on the criteria established by the Audit Committee and shall submit such written report to the Audit Committee. The role of members of the staff of the Authority in connection with the EO 122 Evaluation Committee is limited to providing assistance in drafting the RFP.

(b) The EO 122 Evaluation Committee shall consist of at least three (3) members, of which no more than two (2) members shall be Members of the Authority. Each member of the EO 122 Evaluation Committee shall satisfy the criteria for independence set forth in EO 122 in order to be eligible to serve

on the Evaluation Committee. In the event that the Authority does not have sufficient members qualified or available to serve on the EO 122 Evaluation Committee, the Authority may request that the State Treasurer recommend one or more qualified individuals to sit on the EO 122 Evaluation Committee.

Section 3. Other Committees. The Chairperson is empowered to recommend to the Authority the establishment of any other Committees, standing or ad hoc, which he/she deems necessary to further the goals and objectives of the Authority. The scope of responsibilities of each such committee shall be recommended by the Chair.

ARTICLE X

DELEGATIONS BY THE AUTHORITY

Section 1. Delegations. The Authority delegates the following actions to the Chairperson or to such personnel as delegated by resolution of the Authority:

- (a) Execution and entry into contracts for goods or services in the amount of \$25,000 or less;
- (b) Acceptance of grant funding from the Corporation for Public Broadcasting ("CPB") and transfer or pass-through of CPB grant funding to a third party;
- (c) Filing applications with the Federal Communication Commission ("FCC") with respect to the Authority's (1) FCC licenses or permits for stations; (2) secondary or auxiliary facilities and equipment (microwave relays, repeaters, translators or two-way radio channels);
- (d) For purposes of accepting grant funding from the Corporation for Public Broadcasting, the authorized official of the licensee shall be the Chair and the chief executive in charge of the Authority shall be the Executive Director.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving the Adoption of By-Laws. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving the Adoption of By-Laws was voted upon and approved unanimously.

XII. RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPOINTMENT MEMBERS TO THE AUDIT COMMITTEE AND THE EO 122 EVALUATION COMMITTEE

RESOLUTION OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY APPOINTING MEMBERS TO THE AUDIT COMMITTEE AND THE EO 122 EVALUATION COMMITTEE

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the

“Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, pursuant to Article IX of the By-Laws of the Authority, the Authority must appoint members to serve on the Audit Committee and the Executive Order No. 122 (“EO 122”) Evaluation Committee; and

WHEREAS, in the event the Authority does not have sufficient members qualified or available to serve on the Audit Committee and the EO 122 Evaluation Committee, respectively, the Authority, pursuant to Executive Order No. 122 (McGreevey 2004), may request that the State Treasurer recommend one or more qualified individuals to sever on the Audit Committee and the EO 122 Evaluation Committee; and

WHEREAS, the Authority has requested that the State Treasurer recommend a person to serve on both of the Audit Committee and the EO 122 Evaluation Committee and the State Treasurer recommends Guy Tassi, Department of the Treasury and Chris Mathews, Office of Management and Budget, Department of the Treasury to serve on both of the Audit Committee and the EO 122 Evaluation Committee; and

WHEREAS, the Authority wishes to appoint Anthony Della Pelle, Guy Tassi, Department of the Treasury and Chris Mathews, Office of Management and Budget, Department of the Treasury to serve on both of the Audit Committee and the EO 122 Evaluation Committee; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby appoint Anthony Della Pelle, Guy Tassi, and Chris Mathews to serve on both of the Audit Committee and the EO 122 Evaluation Committee.
2. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Appointing Members to the Audit Committee and the EO 122 Evaluation Committee. Mr. Brooks made the motion to approve the resolution. Chair Sidamon-Eristoff seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Appointing Members to the Audit Committee and the EO 122 Evaluation Committee was voted upon and approved unanimously.

XIII. RESOLUTION APPROVING A MEMORANDUM OF UNDERSTANDING WITH THE DEPARTMENT OF THE TREASURY

RESOLUTION APPROVING A MEMORANDUM OF UNDERSTANDING WITH THE DEPARTMENT OF THE TREASURY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Transfer Act authorizes the State Treasurer to transfer operations of the public broadcasting system and/or transfer of all or part of the assets of the Authority, including, but not limited to, the radio operating licenses, but not the television operating licenses; and

WHEREAS, pursuant to Section 5 of the Transfer Act, provisions have been made for the transfer of all of the Authority’s radio operating licenses, pending Federal Communications Commission (“FCC”) approval; and

WHEREAS, while FCC approval is pending for the transfer of the Authority’s radio operating licenses, the Authority will enter into short-term management and programming agreements with WHYY, Inc. and New York Public Radio; and

WHEREAS, the Authority continues to be and remains an authority in accordance with the terms of its governing statute; and

WHEREAS, the Authority, as the licensee of the radio broadcast licenses and the television broadcast licenses and other transmission facilities, must continue to maintain compliance with FCC, the Corporation for Public Broadcasting (“CPB”) and other federal agencies’ rules and regulations (collectively, “Federal Requirements”); and

WHEREAS, the Authority will be required as part of its obligations under the Federal Requirements, the Transfer Act, any transactions undertaken pursuant to the Transfer Act and any other State law, rule, regulation or executive order to ensure compliance with the same; and

WHEREAS, as of July 1, 2011, there will be no employees of the Authority to ensure compliance with the Federal Requirements, the Transfer Act, any transactions undertaken pursuant to the Transfer Act and any other State law, rule, regulation or executive order; and

WHEREAS, the Department of the Treasury (the “Treasury”) has the available staff capacity as well as the technical and support expertise to provide to the Authority the necessary employees to enable the Authority to maintain compliance with the Federal Requirements, the Transfer Act, any transactions undertaken pursuant to the Transfer Act and any other State law, rule, regulation or executive order; and

WHEREAS, pursuant to N.J.S.A. 52:14-1 which addresses cooperation between departments, the Authority and the Treasury are desirous of working with each other to effectuate compliance by the Authority with the Federal Requirements, the Transfer Act, any transactions undertaken pursuant to the Transfer Act and any other State law, rule, regulation or executive order and of setting forth in a memorandum of understanding between the parties, the respective duties and responsibilities of each party in connection therewith; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Memorandum of Understanding ("MOU") attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Chair and/or the Executive Director to execute and deliver the MOU to Treasury.

2. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving a Memorandum of Understanding with the Department of the Treasury. Mr. Inglesino made the motion to approve the resolution. Mr. Brooks seconded the motion. Mr. Richard asked if the approval of the MOU would grant the Department of the Treasury any power over the NJPBA. Deputy Attorney General Mistry indicated that it would not and that it would simply provide for the necessary staff needed by the NJPBA to maintain its compliance with its FCC license requirements. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving a Memorandum of Understanding with the Department of the Treasury was voted upon and approved unanimously.

XIV. RESOLUTION APPROVING A SECOND AMENDMENT TO THE AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND NEW JERSEY TRANSIT CORPORATION

RESOLUTION APPROVING A SECOND AMENDMENT TO THE AGREEMENT BETWEEN THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AND NEW JERSEY TRANSIT CORPORATION

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Authority and New Jersey Corporation ("NJ Transit") have entered into an agreement dated October 13, 1988 ("Original Agreement") for the leasing of space by NJ Transit on the Authority's tower located in Warrenville, N.J. ("Warrenville Tower") for the purpose of installing certain antennas and related equipment and for the leasing of space on the grounds of the Warrenville Tower for the placement of an equipment shelter and associated support equipment, in exchange, NJ Transit agreed to provide the Authority with a reciprocal right of use to a NJ Transit radio tower at NJ Transit's Glen Gardner Facility in Clinton, N.J.; and

WHEREAS, the Authority and NJ Transit amended the Original Agreement by means of a letter agreement dated December 8, 1993 ("First Amendment"), whereby the Authority agreed to the installation of additional equipment at the Warrenville Tower by NJ Transit in consideration of the Authority's right to future use of tower space under the control of NJ Transit; and

WHEREAS, the Authority and NJ Transit have been in engaged in a course of dealing concerning a reciprocal grant of rights to install antenna and related transmission equipment and for the placement of associated support equipment by NJ Transit at the Authority's Lawrence, N.J. tower and

by the Authority at NJ Transit's Egg Harbor Township, N.J. tower located at Atlantic County Community College ("Unexecuted Amendment"); and

WHEREAS, the Authority and NJ Transit wish to enter into an amendment to the Original Agreement ("Second Amendment"), whereby the Authority would lease space on the Authority's Waterford, N.J. tower ("Waterford Tower") to NJ Transit for the purpose of installing certain antennas and related equipment and for the leasing of space on the grounds of the Waterford Tower for the placement of an equipment shelter and associated support equipment, in consideration of the Authority's right to future use of tower space under the control of NJ Transit and NJ Transit making available for the Authority's use, NJ Transit's statewide microwave system, to the extent such bandwidth is within the technical capabilities of the system and that NJ Transit does not need such bandwidth for its operations; and

WHEREAS, the Second Amendment also memorializes the course of dealing between the Authority and NJ Transit as set forth in the Unexecuted Amendment; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Second Amendment attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Chair and/or the Executive Director to execute and deliver the Second Amendment, with such changes, revisions and omissions in consultation with the Office of the Attorney General.
2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Second Amendment, including, but not limited, to a memorandum of agreement to be recorded in the appropriate counties and authorize the Chair and/or the Executive Director to take any and all action necessary to effectuate and implement the Second Amendment, including, but not limited to, execution and delivery of documents in connection therewith.
3. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving a Second Amendment to the Agreement between the New Jersey Public Broadcasting Authority and New Jersey Transit Corporation. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving a Second Amendment to the Agreement between the New Jersey Public Broadcasting Authority and New Jersey Transit Corporation was voted upon and approved unanimously.

XV. RESOLUTION APPROVING THE FISCAL YEAR 2012 BUDGET FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

**RESOLUTION APPROVING THE FISCAL YEAR 2012 BUDGET
FOR THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY**

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Original Act"), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the "Transfer Act," and together with the Original Act, the "Act"); and

WHEREAS, the Members of the Authority are required to approve a budget for the Authority; and

WHEREAS, the staff of the Authority recommends approval of the budget for the time period beginning on July 1, 2011 through and including June 30, 2012 of the Authority (the "Fiscal Year 2012 Budget") attached hereto as Exhibit A, authorizing a total expenditure of \$7,822,420 by the Authority during the course of the Fiscal Year 2012 Budget.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Fiscal Year 2012 Budget of the Authority, as set forth in Exhibit A attached hereto and hereby authorize the Executive Director of the Authority to take all actions necessary to implement the Fiscal Year 2012 Budget, including the payment of legal fees for FCC special counsel and any costs to effectuate the Transfer Act.
2. This resolution shall take effect immediately in accordance with the Act.

EXHIBIT A

**New Jersey Public Broadcasting Authority
FY 2012 Budget**

Revenues	Budgeted
State Support	\$1,950,000
TV Food Channel	600,000
CPB Community Service Grant	2,500,000
Lease of Transmitter Tower Space	1,200,000
Clearwire - EBS I and EBS II	1,536,000
Expense Reimbursement - Radio Operations (12 months)	36,420
Total Revenues	\$7,822,420
Expenditures	
Salaries	489,695
Contract Labor (Technical Professional Services)	300,000
Telephone, Postage and Fiber Charges	75,000
Utilities	540,000
Motor Pool/travel/mileage reimbursements	15,000
Record storage	7,000
Office and Other Supplies and Materials	25,000
Reference/Subscription/Memberships/Educ ation	10,000
Rental - Equipment/Other	15,000
Maintenance and Grounds	20,000
Division of Law (DAG) and other Legal	100,000

(FCC counsel)*	
MIS/IT/Computer Related/ OIT Charges	50,000
Other Equipment	10,000
Auditing Services	25,000
Technical Infrastructure and Transmitter Repairs	250,000
Convey CPB Grant to TV Operator	2,500,000
Operational Support to TV Operator	2,736,000
TV Food Channel Revenue to TV Operator	600,000
Contingencies and close out expense	54,725
Total Expenditures	\$7,822,420

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving the Fiscal Year 2012 Budget for the New Jersey Public Broadcasting Authority. Mr. Inglesino made the motion to approve the resolution. Mr. Della Pelle seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving the Fiscal Year 2012 Budget for the New Jersey Public Broadcasting Authority was voted upon and approved with four votes in the affirmative (Chair Sidamon-Eristoff, Mr. Inglesino, Mr. Della Pelle and Mr. Brooks) and no votes in the negative. Mr. Richard abstained.

XVI. RESOLUTION APPROVING A RENEWAL OF LEASE AGREEMENT BETWEEN PRINCETON BROADCASTING SERVICE, INC. AND THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Original Act”), including by the New Jersey Public Broadcasting System Transfer Act, L. 2010, c. 104 (the “Transfer Act,” and together with the Original Act, the “Act”); and

WHEREAS, the Authority entered into a lease agreement with Princeton Broadcasting Service, Inc. (the “Lessee”), dated July 16, 1991 (the “Original Agreement”) for the purpose of leasing access to the Lessee to place radio broadcasting equipment at the Authority’s broadcasting tower located at 301 Grovers Mill Road, Lawrence Township, Mercer County, New Jersey (the “WNJT Tower”);

WHEREAS, the Original Agreement is up for renewal and the Authority and the Lessee wish to renew the Original Agreement on the same terms except as specifically set forth in the lease renewal letter between the Authority and the Lessee (the “Renewal Letter”), whereby the Original Agreement will be renewed for a five (5) year term beginning on July 1, 2011, with up to three (5) year renewals, for monthly rental charges as set forth in the Renewal Letter attached hereto as Exhibit A;

WHEREAS, the Authority wishes to continue the existing lease relationship with the Licensee; and

WHEREAS, the Authority wishes to approve the entry into the Renewal Letter with the Licensee;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Members of the Authority hereby approve the Renewal Letter attached hereto as Exhibit A, in substantially the form presented to at this meeting and authorize the Chair and/or the Executive Director to execute and deliver the New Agreement, with such changes, revisions and omissions in consultation with the Office of the Attorney General.
2. The Members of the Authority hereby approve the execution and delivery of any documents necessary to effectuate and implement the Renewal Letter, and authorize the Chair and/or the Executive Director to take any and all action necessary to effectuate and implement the Renewal Letter, including, but not limited to, execution and delivery of documents in connection therewith.
3. This resolution shall take effect immediately in accordance with the Act.

Chair Sidamon-Eristoff asked for a motion to approve the Resolution Approving a Renewal of Lease Agreement between Princeton Broadcasting Service, Inc. and the New Jersey Public Broadcasting Authority. Mr. Della Pelle made the motion to approve the resolution. Mr. Inglesino seconded the motion. Chair Sidamon-Eristoff called for roll call vote. The motion to approve the Resolution Approving a Renewal of Lease Agreement between Princeton Broadcasting Service, Inc. and the New Jersey Public Broadcasting Authority was voted upon and approved unanimously.

XVII. ELECTION OF SECRETARY

Chair Sidamon-Eristoff nominated Mr. Blair to serve as Secretary of the Authority. Mr. Inglesino seconded the nomination. The nomination of Mr. Blair to serve as Secretary of the Authority was voted upon and approved unanimously.

XVIII. ELECTION OF TREASURER

Chair Sidamon-Eristoff nominated Mr. Inglesino to serve as Treasurer of the Authority. Mr. Della Pelle seconded the nomination. The nomination of Mr. Inglesino to serve as Treasurer of the Authority was voted upon and approved with four votes in the affirmative (Chair Sidamon-Eristoff, Mr. Della Pelle, Mr. Richard and Mr. Brooks) with no votes in the negative. Mr. Inglesino abstained.

XIX. ADJOURNMENT

Chair Sidamon-Eristoff indicated that there were no matters for discussion on executive session on the agenda for the meeting. Chair Sidamon-Eristoff asked if the Members had any other business to discuss. The Members demurred. Chair Sidamon-Eristoff then asked for a motion to adjourn. Mr. Inglesino made a motion to adjourn the meeting. Mr. Della Pelle seconded the motion. The motion was voted upon and approved unanimously. The meeting was adjourned.